

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* <u>YAO TONY DUNG LING</u> (Last) (First) (Middle) C/O 4D MOLECULAR THERAPEUTICS INC. 5858 HORTON STREET #455 (Street) EMERYVILLE CA 94608 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2020 | 3. Issuer Name and Ticker or Trading Symbol <u>4D Molecular Therapeutics Inc. [FDMT]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 12/10/2020 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Series B Preferred Stock | (1) | (2) | Common Stock | 2,864 | (1) | D |
| Series B Preferred Stock | (1) | (2) | Common Stock | 455,326 | (1) | I See Footnote ⁽³⁾ |
| Series C Preferred Stock | (4) | (2) | Common Stock | 180,554 | (4) | I See Footnote ⁽³⁾ |

Explanation of Responses:

- The shares of the Issuer's Series B Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately upon the consummation of the Issuer's initial public offering.
- The expiration date is not relevant to the conversion of these securities.
- These securities are held of record by ArrowMark Life Science Fund, LP, ArrowMark Fundamental Opportunity Fund L.P., CF Ascent LLC, Iron Horse Investments, LLC, Lookfar Investments, LLC, Meridian Small Cap Growth Fund and THB Iron Rose, LLC Life Science Portfolio (together, the "ArrowMark Funds"). ArrowMark Colorado Holdings LLC ("ArrowMark Colorado") is an investment advisor to the ArrowMark Funds. The reporting person is employed as a portfolio manager for ArrowMark Colorado and has direct voting and dispositive control over the shares held by the ArrowMark Funds. The reporting person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- The shares of the Issuer's Series C Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately upon the consummation of the Issuer's initial public offering.

Remarks:

Amendment made to include shares indirectly held by reporting owner.

/s/ August J. Moretti,
Attorney-in-Fact for Tony. 12/10/2020
Dung Ling Yao

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.